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ROMAN FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904)  
385-6761 (((H96000000230))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY  
NAME: GARDEN STREET ASSOCIATES, L.C. FAX AUDIT NUMBER: H9600000230  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:  
JERRY GARN, ESQUIRE  
9200 SOUTH DADELAND BOULEVARD  
SUITE 617  
MIAMI, FLORIDA 33156  
FLORIDA BAR NO. 168882  
305-670-8206

#### ARTICLES OF ORGANISATION

OF

#### GARDEN STREET ASSOCIATES, L. O.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

#### ARTICLE I

##### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be GARDEN STREET ASSOCIATES, L. O., and its principal office shall be located at 9200 South Dadeland Boulevard, Suite 617, Miami, Florida 33156, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

#### ARTICLE II

##### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability is authorized to transact, shall be as follows:

*Jerry Garn, P.A.*

DADELAND TOWER NORTH / SUITE 617 / 9200 SOUTH DADELAND BOULEVARD, MIAMI, FLORIDA 33156 / (305) 670-8206

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1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry-on, improve, or develop, all or any of the business, goodwill, rights, assets, liabilities or any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry-on, pursuant to the provision of these Articles; and to hold, utilize and in any manner dispose of the rights and properties so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind, any of such contracts.

5. To exercise all or any of the limited liability company's powers, and to carry out all or any of the purposes enumerated in these Articles, and otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any such service under

*Jimmy J. Davis, P.A.*

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contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and the commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do anything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with, its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They should be regarded as independent purposes and powers.

*Jimmy Brown, P.A.*

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Nothing contained in these Articles shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### ARTICLE III

##### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulation of the limited liability company by unanimous vote of the members of the limited liability company.

#### ARTICLE IV

##### MEMBERS

This limited liability company shall initially have four (4) members whose names and addresses are:

Frank Miller  
6671 S. W. 70th Lane  
Miami, Florida 33143

Charlotte Miller  
6671 S. W. 70th Lane  
Miami, Florida 33143

Charles A. Lucido  
9301 Moss Haven Drive  
Dallas, Texas 75231

Corrine B. Lucido  
9301 Moss Haven Drive  
Dallas, Texas 75231

*Janey Jones, P.A.*

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**ARTICLE V  
MANAGEMENT**

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

Frank Miller  
6671 S. W. 70th Lane  
Miami, Florida 33143

and

Charles A. Lucido  
9301 Moss Haven Drive  
Dallas, Texas 75231

**ARTICLE VI  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

*Jenny Davis, P.A.*

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## ARTICLE VII

## CAPITAL CONTRIBUTION

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the limited liability company by each of the four (4) members in equal shares. Additional contributions shall be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## ARTICLE VIII

## PROFIT AND LOSSES

(a) ~~Profit Sharing~~ The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members at such time or times during the year as recommended by the management team and consented to unanimously by the members.

(b) ~~Losses~~ All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business. If the resources set forth herein are insufficient to cover losses of the limited liability company the members may, by unanimous vote, consent to fund the losses in equal shares. The members, by consenting to fund losses in some instances shall not be obligated

*Jimmy D. Smith, P.A.*

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to any third party to fund losses at any other time except as otherwise provided by the laws of the State of Florida.

**ARTICLE IX**

**DURATION**

This limited liability company shall exist perpetually until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE X**

**INITIAL REGISTERED OFFICE AND**

**REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 9200 South Dadeland Boulevard, Suite 617, Miami, Dade County, Florida 33156 and the name of the company's initial registered agent at that address is JERRY GREEN.

The undersigned, being the original members of the limited liability company, certify that this instrument constitute the proposed Articles of Organization of GARDEN STREET ASSOCIATES, L. C.

Executed by the undersigned at Miami, Dade County, Florida, this 4th day of January, 1996.

JERRY GREEN

*Jerry Green, P.A.*

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**AFFIDAVIT OF MEMBERSHIP AND  
CONTRIBUTIONS**

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADK     )

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TALLAHASSEE, FLORIDA

In compliance with Florida Statute Section 608.40,  
the undersigned member or authorized representative of a member of  
GARDEN STREET ASSOCIATES, L. C., deposes and says:

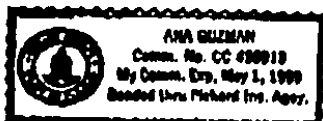
1. The limited liability company identified above has  
at least two (2) members.
2. The total amount of cash initially contributed by  
the members is \$2,000.00.
3. If any, the agreed value of property other than cash  
contributed by the members is -0-. A description of the property  
is attached as exhibit "A" and made a part of this affidavit.
5. The total amount of cash or property anticipated to  
be contributed by the members is \$2,000.00. This total includes  
the amounts from item 2 and 3 above.

  
JERRY GREEN

The foregoing instrument was acknowledged before me this  
4th day of January, 1996 by JERRY GREEN on behalf of GARDEN STREET  
ASSOCIATES, L. C., a limited liability company. He is personally  
known to me.

  
Printed Name: \_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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*Jimmy Jones, P.A.*

DADELAND TOWNS NORTH • 31115 HWY 7 • 2820 SOUTH DADELAND HIGHWAY • MIAMI • FLORIDA 33156 / (305) 476-8700

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EXHIBIT "A"

NONE

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*Scary (Paw), P.A.*

LANDLORD VENTURE NORTH - SUITE 617 / 2800 NORTH LANDLORD BOULEVARD, MIAMI, FLORIDA 33136 / (305) 470-2800

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**STATEMENT DESIGNATING  
REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of Sections 600 and 600.407(1)(d) of the Florida Limited Liability Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **GARDEN STREET ASSOCIATES, L. C.**

2. The name of the registered agent for **GARDEN STREET ASSOCIATES, L. C.**, is **JERRY GREEN** and the street address where the agent is located is **9200 South Dadeland Boulevard, Suite 617, Miami, Dade County, Florida 33156.**

This statement is to acknowledge that, as indicated above, **GARDEN STREET ASSOCIATES, L. C.**, has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of January, 1996.

**JERRY GREEN**

*Jerry Green, P.E.*

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